

EXHIBIT “A”

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Proposed Attorneys for the Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

MADISON 92ND STREET ASSOCIATES, LLC

Chapter 11

Case No. 11-13917 (SMB)

Debtor.

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**DECLARATION OF ROBERT ROSENFELD
IN SUPPORT OF EXAMINER'S APPLICATION
FOR AN ORDER UNDER BANKRUPTCY CODE SECTION 327 AND BANKRUPTCY
RULE 2014 AUTHORIZING EXAMINER TO RETAIN AND EMPLOY
RSR CONSULTING, LLC AS FINANCIAL CONSULTANTS
NUNC PRO TUNC TO SEPTEMBER 22, 2011**

ROBERT ROSENFELD, declares under penalty of perjury as follows: I am the Managing Member of RSR Consulting, LLC ("RSR") located at 49 Roy Avenue, Massapequa, New York 11758. I submit this Declaration in support of the application (the "Application") of the examiner (the "Examiner") of Madison 92nd Street Associates, LLC (the "Debtor") to retain RSR as financial consultants in this case. Unless otherwise stated, I have personal knowledge of the facts stated herein.

1. I am RSR's managing member. RSR is located at 49 Roy Avenue, Massapequa, New York 11785. I submit this Declaration in support of the Application of the Examiner to retain RSR as financial consultants in this case, effective as of September 22, 2011.

2. RSR is well qualified to advise the Examiner in this case. RSR has extensive accounting and consulting expertise in bankruptcy and reorganization proceedings. RSR's professionals additionally have extensive experience working with various chapter 11 constituencies and examiners in large complex bankruptcy cases across a wide spectrum of industries.

3. I have over 27 years experience as a bankruptcy and turnaround advisor, crisis manager, trustee, bankruptcy examiner, and auditor for public and privately held companies. I specialize in advising and managing troubled companies, providing litigation consulting and performing forensic investigations. I have been a financial advisor to debtors, creditors committees, lenders, trustees, examiners, and shareholders. My financial advisory experience includes: strategic business planning, operations and debt restructuring, solvency analysis, evaluating feasibility of restructuring plans, valuations, evaluating asset sale options and strategies in furtherance of a plan of reorganization, developing and implementing divestiture strategies, and identifying fraud and/or misdirection of assets. I have experience in a broad range of industries including: diamond and jewelry manufacturing, real estate, distribution, healthcare, retail, telecommunications, hospitality and manufacturing.

4. At RSR and prior firms, I have performed advisory services on various types of hospitality and real estate entities located throughout the United States, including New York City, which have included: hotels; commercial (office, retail and mixed use properties); multi-family properties and land. My projects have included advising and reporting on valuation, acquisition and divestiture of properties, operations and management of assets, misappropriation of funds, liquidations and bankruptcy plans of reorganization on various types of real property.

Attached to this Declaration as **Exhibit “1”** is a spreadsheet describing some of my current, recent and past hotel and real estate engagements.

SCOPE OF SERVICES

5. The professional services that I anticipate rendering to the Examiner in this proceeding include the following:

- a. Assessing the financial and business situation and business prospects of the Debtor to the extent relevant to determining and evaluating one or more feasible reorganization or restructuring strategies for the Debtor;
- b. Assessing from a business and financial perspective any proposed or contemplated refinancings or sales or other reorganization, restructuring and/or disposition of the Debtor or its assets;
- c. Assessing reasonableness of Debtor’s projections and alternative strategic initiatives;
- d. Reviewing valuations/appraisals prepared by the Debtor or third parties;
- e. Reviewing other materials related to alternative strategies provided by the parties in interest;
- f. Meeting with the parties in interest to ascertain the financial position of the Debtor’s property; and
- g. Advising the Examiner on these issues and coordinate with the Examiner on the related legal issues surrounding the assessment and examination of the best reorganization restructuring strategy for the Debtor.

6. To the best of my knowledge, after due inquiry, RSR neither represents nor holds any interest adverse to the Debtor’s estate and is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.

7. In conducting this inquiry, I personally reviewed the names of the entities on **Exhibit “2”** hereto to determine if RSR has advised any of these entities. As the managing member of RSR, I am fully familiar with its former and current clients. Except as noted immediately below, I am currently unaware of any instances in which RSR, or its employees have represented, or may be currently representing creditors or equity holders of the Debtor or other parties in interest, in matters unrelated to this case.

8. As part of its practice, RSR has worked with and may continue to work with certain of the Debtor’s creditors, other parties in interest, attorneys, financial advisors and creditors in matters unrelated to this Chapter 11 case.

9. I am presently aware of two such instances. First, I had previously retained the Examiner’s law firm to render legal services for me in my role as the chief restructuring officer for CRC Parent Corporation f/k/a Chem Rx Corporation, and its affiliated chapter 11 debtors in cases pending in Delaware. Second, my firm has been retained as financial consultants to a lender in a chapter 7 case pending in Bankruptcy Court in the District of Delaware, in which the lender is represented by the law firm of Olshan Grundman Frome Rosenzweig & Wolosky LLP. With regard to this second matter, for privilege retention purposes, my engagement letter is with the law firm, but all financial responsibility for my fees and obligations under the engagement is borne by the lender. Both of the aforementioned cases are entirely unrelated to the Debtor’s case.

10. If RSR discovers any information that is inconsistent with the statements made herein or otherwise relevant to the disclosures, RSR will file and serve a supplemental declaration disclosing such information.

11. Subject to Court approval, and in accordance with Section 330(a) of the Bankruptcy Code, RSR will seek compensation on an hourly basis. RSR's services to the Examiner will be provided by me primarily, but also by other employees of RSR as well. The hourly billing rates for these individuals are as follows:

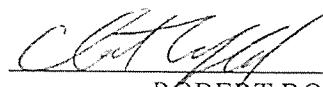
i.	Robert Rosenfeld – Managing Director	\$375
ii.	Directors & Consultants	\$200-\$295

12. RSR will apply for allowance of compensation at its normal hourly rates and for reimbursement of actual and necessary expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court and any other procedures as have been or may be fixed by orders of this Court.

13. RSR has not entered into any agreement to share the compensation it receives in connection with this case or to share the compensation received by another person in connection with this case, other than as permitted by Bankruptcy Code section 504(b).

14. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 28th day of September, 2011 at Massapequa, New York.



ROBERT ROSENFELD

EXHIBIT “1”

Robert Rosemfeld
Listing of Hospitality and Real Estate Projects

Properties	Venue-Bankruptcy Case Name/ Venue/Case Number	Property Location	Retention	Services Performed
Luxury boutique hotel	In re: Cliff Holdings, LLC Southern District of New York Case #03-41984 (BRL)	San Francisco, CA Financial Consultants to Creditors Committee		Assessed reasonableness of Debtor's projections; reviewed valuations and appraisals; prepared alternate valuation models; developed strategic alternatives for business/property
Luxury Hotel	Divorce matter - Anonymous vs. Anonymous	Los Angeles, CA Financial Consultants in matrimony matter	Reviewed and analyzed valuation and underlying assumptions and projections relating to the hotel	
Various hotels	In re: James E. Cuffee Eastern District of New York Case # 893-8132-288	Brooklyn, NY Accountants and Financial Consultants to Trustee		Evaluate cash flows and operating performance of properties; assess value of properties in formulating strategy for Trustee to operate or liquidate properties
Commercial office building-Class A; Regional Shopping Centers	In re: Edward and Rosalie Feldman Eastern District of New York	New York, NY Long Island, NY; Arizona; Florida Accountants and Financial Consultants to Trustee		Evaluation of properties; assess operations and viability of property. Provided analysis to Trustee and court in connection with bankruptcy proceeding; evaluate cash flows and assess business models for performance
Mortgage pool on Southeast portfolio owned by National Real Estate developer/operator	Out of Court - Financial Advisory/Investigation	Texas and Southeastern U.S. Financial Consultants to Secured Lender		Evaluated cash flows of properties in pool in connection with feasibility of meeting debt service on properties
Multi-tenant residential properties throughout New York	In re: David Schick Southern District of New York Case #96-42902smb	New York, NY Accountants and Financial Consultants to Trustee		Evaluate cash flows and operating performance of properties; assess value of properties in formulating strategy for Trustee to operate or liquidate properties.
Class A office building in New York City	In re: Pinnacle Equities New York, Inc. Southern District of New York Case #98-40061smb	New York, NY Financial Consultant to owner of office lease		Valuation of office lease for Debtor in bankruptcy
Multi tenant apartment property located in NYC	In re: Herbert N. Somekh	New York, NY Financial Consultant to Trustee		Valuation of Debtor's property in connection with bankruptcy proceeding
Hotel, conference center, restaurant, marina	In re: Danfords Inn et al. Eastern District of New York Case #8-94-80089-jic	Port Jefferson, NY Financial Consultants to Debtors		Valuation of properties and businesses in connection with debtor's plan of reorganization

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Listing of Hospitality and Real Estate Projects

Properties	Venue/Bankruptcy Case Name/ Venue/Case Number	Property Location	Retention	Services Performed
Regional shopping centers	In re: Riverwood La Place Associates LLC Eastern District of New York Case #8-97-89417-mlc	Long Island, NY Financial Consultant to Secured Lender		Evaluate performance and management of operations in connection with assessing Feasibility of Plan of Reorganization of debtor in bankruptcy proceeding; provided analysis of value and assessment of operations for continuing to operate as a going concern.
Class A Office buildings	Out of Court- Financial Advisory	New York, NY Financial Consultant to Partners		Evaluate operations of several properties held in portfolio in connection with dispute between partners

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Properties	Venue/Bankruptcy Case Name/ Venue/Case Number	Property Location	Retention	Services Performed
Hotel- historic property	Out of Court- Financial Advisory	New York, NY	Financial consultant to partners relating to shareholder dispute	Investigation of Property managers in connection with shareholder dispute
Disposition of former superfund site	In re: Raymark Industries, Inc. District of Connecticut-Bridgeport Case #98-51532	Stratford, CT	Financial Consultant to Trustee	Marketed and disposed of site through bankruptcy court; appointed Chairman of Sales Committee by Court
Historic apartment complex	Out of Court- Financial Advisory/Investigation	New York, NY	Financial Consultant to shareholder	Dispute between shareholders; assessment of cash flows of properties and
Commercial office building	In re: Valdia Worth Street Properties, LLC Southern District of New York Case #03-16721-alg	New York, NY	Financial Consultant to Secured Creditor	Evaluation of feasibility of plan of reorganization for commercial building located in New York City; assessed operations of property and value
Multicomplex resort/retail and golf course	Out of Court- Financial Advisory/Investigation	Florida	Financial consultant to ownership	Investigation into operations of multicomplex resort/golf course/retail operations; evaluate management and operations and assess viability of business and properties
<u>Audit/Special Projects</u>				
Class A commerical office buildings	Audit/due diligence	New York, NY	Company	Audit; tax services; operating expense reports; NYC Tax Certiorari
Management company	Audit/due diligence	New York, NY	Company	Review and tax services
Retail - regional shopping mall	Audit/due diligence	New Jersey	Company	Review; tax services
Constitution Quarters - development condominiums	Audit/due diligence	Boston, MA	Company	Audit of financial statements
Four Class A Commercial Buildings located in NYC	Audit/due diligence	New York, NY	Company	Audit; tax services; operating expense reports; NYC Tax Certiorari
Residential - co-ops and rental	Audit/due diligence	Virginia/Maryland	Company	Audit of financial statements
Yale Express Building - West Side	Audit/due diligence	New York, NY	Company	Audit of financial statements
South Street Seaport - Sandwich lease	Audit/due diligence	New York, NY	Company	Audit of financial statements

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Listing of Hospitality and Real Estate Projects

Properties	Venue/Case Number	Venue-Bankruptcy Case Name/ Property	Location	Retention	Services Performed
National retail centers - equity and mortgage interests	Audit/due diligence	Oregon, Idaho	Company		Audit of financial statements
Class A commercial office buildings	Audit/due diligence	Connecticut	Company		Audit of financial Statements
Class A office building buildings	Audit/due diligence	Connecticut	Company		Audit of financial statements; NYC tax certiorari; operating
Acquisition/development of land parcels for development of Regent Hotels	Audit/due diligence	New York, NY	Company		Audit of acquisition and development costs
Commercial - office building- Class A	Audit/due diligence	New York, NY	Company		Audit of operating expense escalation; TIAA owner

EXHIBIT “2”

410 East 92nd Street Condominium

92nd St. Hotel Associates, LLC

CODE LLC

Corporation Service Co.

Courtyard Management Corporation

DLA Piper US LLP

Environmental Control Board

Faber, Esq., Adam E.

Gladstone, Lucille

Gladstone, Robert

Goldberg, Weprin, Finkel, Goldstein,
L.L.P.

Harris, Andrew

Jerome Gillman Consulting

JKNY, LLC

K.C. McDaniel PLLC

King and Spalding LLP

Kosow, Jeffrey

Lesher, John

Lodging Advisors

Long Island Swimming Pool

Madison 92nd Street Associates, LLC

Margolin Winer Evens

New York Hotel and Motel Trade
Council

NYC Dept. of Finance

NYS Dept. of Taxation & Finance

Olshan Grundman Frome

Raich Ende Maiter & Co.

Rivkin Radler

Rosenberg Calica & Birney

Seiden & Schein

Taic, Louis

Tener Consulting Services

Tuchman Korngold Weiss, Lippman &
Gelles

Walek & Associates

Westport Capital Partners LLC

Young Conaway Stargatt & Taylor, LLP